

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate Submitted 03/18/2004 at 11:15AM File Number: 0001661808
----------------	---	---

1) Application Purpose Transfer of Control	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number.
2b) File numbers of related pending applications currently on file with the FCC	

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? Yes
3b) If the answer to Item 3a is 'Yes', is this a notification of <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses? No
4) For assignment of authorization only, is this a partition and/or disaggregation?
5a) Does this filing request a waiver of the Commission rules? If 'Yes', attach an exhibit providing the rule numbers and explaining circumstances No
5b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result
6) Are attachments being filed with this application? Yes
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc
9) The assignment of authorization or transfer of control of license is Voluntary

Licensee/Assignor Information

10) FCC Registration Number (FRN) 0003571874			
11) First Name (if individual)	MI	Last Name	Suffix
12) Entity Name (if not an individual) Zuma/Odessa, Inc.			
13) Attention To Don A. Adams			
14) P O Box	And / Or	15) Street Address 11400 SE 6th Street, Suite 100	
16) City Bellevue		17) State WA	18) Zip Code 98004
19) Telephone Number. (425)519-3988		20) FAX Number.	
21) E-Mail Address			

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native.	Asian	Black or African-American	Native Hawaiian or Other Pacific Islander:	White.
Ethnicity:	Hispanic or Latino.	Not Hispanic or Latino.			
Gender:	Female.	Male.			

Transferor Information (for transfers of control only)

23) FCC Registration Number (FRN): 0004122032					
24) First Name (if individual)		MI	Last Name		Suffix
25) Entity Name (if not an individual) AT&T Wireless Services, Inc.					
26) P O. Box		And / Or	27) Street Address 1150 Connecticut Avenue, N.W., 4th Floor		
28) City Washington		29) State DC		30) Zip Code 20036	
31) Telephone Number (202)223-9222			32) FAX Number (202)223-9095		
33) E-Mail Address					

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name David		MI	Last Name Jatlow		Suffix
35) Company Name AT&T Wireless Services, Inc.					
36) P O. Box		And / Or	37) Street Address 1150 Connecticut Avenue, N.W., 4th Floor		
38) City Washington		39) State DC		40) Zip Code 20036	
41) Telephone Number: (202)416-6540			42) FAX Number (202)223-9095		
43) E-Mail Address					

Assignee/Transferee Information

44) The Assignee is a(n). Corporation					
45) FCC Registration Number (FRN): 0005823844					
46) First Name (if individual)		MI	Last Name		Suffix
47) Entity Name (if other than individual) Cingular Wireless Corporation					
48) Name of Real Party in Interest					49) TIN
50) Attention To Kelly E. Abernathy					
51) P O. Box		And / Or	52) Street Address 17330 Preston Road, Suite 100A		
53) City Dallas		54) State TX		55) Zip Code 75252	
56) Telephone Number: (972)733-2092			57) FAX Number: (972)733-8141		
58) E-Mail Address					

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name David		MI G	Last Name Richards		Suffix
60) Company Name: Cingular Wireless LLC					
61) P O. Box		And / Or	62) Street Address 5565 Glenridge Connector, Suite 1700		
63) City Atlanta		64) State GA		65) Zip Code 30342	
66) Telephone Number (404)236-5543			67) FAX Number (404)236-5575		
68) E-Mail Address					

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control	No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	Yes

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native	Asian	Black or African-American	Native Hawaiian or Other Pacific Islander	White
Ethnicity:	Hispanic or Latino	Not Hispanic or Latino			
Gender:	Female	Male			

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293(1998)			
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
79) Typed or Printed Name of Party Authorized to Sign			
First Name Douglas	MI I	Last Name Brandon	Suffix
80) Title Vice President			
Signature Douglas I Brandon		81) Date. 03/18/04	

Assignee/Transferee Certification Statements

- 1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers See *Memorandum Opinion and Order*, 13 FCC Rcd 6293 (1998).
- 2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.*
*If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
- 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's rules.

82) Typed or Printed Name of Party Authorized to Sign

First Name Carol	MI. L	Last Name Tacker	Suffix.
------------------	-------	------------------	---------

83) Title VP-Asst. Gen. Counsel & Corp. Secretary

Signature: Carol L Tacker

84) Date: 03/18/04

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Radio Service	87) Location Number	88) Path Number (Microwave only)	89) Frequency Number	90) Lower or Center Frequency (MHz)	91) Upper Frequency (MHz)	92) Constructed Yes / No	93) Assignment Indicator
WPOJ842	CW						No	

**FCC Form 603
Schedule A**
**Schedule for Assignments of Authorization
and Transfers of Control in Auctioned Services**

 Approved by OMB
3060 - 0800
See instructions for public
burden estimate

Assignments of Authorization
1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets
------------------------------------	-----------------------	-----------------------	--------------

3) Certification Statements
For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction See applicable FCC rules

Transfers of Control
4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

No

If 'Yes', the new category of eligibility of the licensee is

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct

Attachment List

Attachment Type	Date	Description	Contents
Other	03/17/04	Exh 1: Desc. of Transaction & Public Interest Statement	<u>0179168811448688474512212.pdf</u>

EXHIBIT 1
DESCRIPTION OF TRANSACTION AND
PUBLIC INTEREST STATEMENT

Lead Application Information

This application is one of a series of applications being filed in connection with the proposed transfer of control of AT&T Wireless Services, Inc. ("AWS") and its subsidiaries, along with its interests in affiliates and other entities in which AWS holds substantial interests, to Cingular Wireless Corporation ("Cingular"). The parties have designated the application being filed concurrently for the transfer of control of AT&T Wireless PCS, LLC to Cingular as the lead application for the transaction (ULS File No. 0001656065). All exhibits relevant to the transaction, including a waiver request where warranted, are contained in the lead application and are incorporated herein by reference.



•
•

•

•

STAMP AND RETURNApproved by OMB
3060-0686**FC Federal Communications Commission****INTERNATIONAL SECTION 214 APPLICATION
FOR OFFICIAL USE ONLY
[Click here for INSTRUCTIONS.]****Menu****APPLICANT INFORMATION**Enter a description of this application to identify it on the main menu:
Cingular Wireless Corporation 214 T/C Application**1. Applicant**

Name:	CINGULAR WIRELESS CORPORATION	Phone Number:	972-733-2022
DBA Name:		Fax Number:	972-733-2852
Street:	17330 PRESTON ROAD	E-Mail:	
	SUITE 100A		
City:	DALLAS	State:	TX
Country:	USA	Zipcode:	75252 -
Attention:	LISA NICOL		

2. Contact

Name:	David G. Richards	Phone Number:	404-236-5543
Company:	Cingular Wireless LLC	Fax Number:	404-236-5575
Street:	5565 Glenridge Connector	E-Mail:	david.richards@cingular.com
	Suite 1700		
City:	Atlanta	State:	GA
Country:	USA	Zipcode:	30342 -
Contact Title:	Chief Counsel - Federal Regulatory Relationship:	Legal Counsel	

3. Place of Incorporation of Applicant Delaware**4 Other Company(ies) and Place(s) of Incorporation****5 Service Type(s) (check all that apply)**

- ☒ Global or Limited Global Facilities-Based Authority (Section 63.18(e)(1))
☒ Global or Limited Global Resale Authority (Section 63.18(e)(2))

<input type="checkbox"/> Individual Facilities-Based Service (Section 63.18(e)(3)) <input type="checkbox"/> Individual Switched Resale Service (Section 63.18(e)(3)) <input type="checkbox"/> Individual Facilities-Based and Resale Service (Section 63.18(e)(3)) <input type="checkbox"/> Switched Services over Private Lines (ISR) (Section 63.16 and/or 63.18 (e)(3)) <input type="checkbox"/> Inmarsat and Mobile Satellite Service (Section 63.18(e)(3)) <input type="checkbox"/> Overseas Cable Construction (Section 63.18(e)(3)) <input type="checkbox"/> Individual Non-Interconnected Private Line Resale Service (Section 63.18(e)(3)) <input type="checkbox"/> Other (Section 63.18(e)(3))
6a. Is a fee submitted with this application? <input checked="" type="radio"/> If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114). <input type="radio"/> Governmental Entity <input type="radio"/> Noncommercial educational licensee <input type="radio"/> Other (please explain).
6b. Fee Classification CUT
7. Destination Country(ies) (e.g., "Country X", "All international points", "All international points except Country X and Country Y" or "Countries X, Y, and Z only".) All International Points
8. Caption (description of authority requested, e.g., Application for Authority to Provide International Facilities-Based and Resold Services to All International Points Except Country X) Application seeks Commission consent for the transfer of control of a Section 214-authorized international carrier, AT&T Wireless Services, Inc., to Cingular Wireless Corporation. Application involves the transfer of control of authority to provide global resale service to all international points and limited facilities-based service to all international points except Belgium, Denmark, and South Africa.
9. Does the applicant request streamlined processing pursuant to 47 C.F.R. Section 63.12? If yes, include in Attachment 1 a statement of how the application qualifies for streamlined processing. <input type="radio"/> Yes <input checked="" type="radio"/> No
10. If applying for authority to provide switched services over private lines pursuant to Section 63.16, provide the required showing in Attachment 1

Applicant certifies that its responses to questions 11 through 17 are true:

11. If the applicant is a foreign carrier, or is affiliated (as defined in 47 C.F.R. Section 63.09(e)) with a foreign carrier, provide in Attachment 1 the information and certifications required by Section 63.18(i) through (m).
12. Does the applicant seek authority to provide service to any destination described in paragraphs (1) through (4) of Section 63.18(j)? If yes, list those destinations in Attachment 1 as a response to question 12. <input checked="" type="radio"/> Yes <input type="radio"/> No
13. Does the applicant seek authority to provide service to any destinations other than those listed in response to question 12 where it has an affiliation with a foreign carrier? If yes, list those destinations in Attachment 1 as a response to question 13. <input checked="" type="radio"/> Yes <input type="radio"/> No
14. [Section 63.18(h)] In Attachment 2, provide the name, address, citizenship and principal business of the applicant's ten percent or greater direct and indirect shareholders or other equity holders, and identify any interlocking directorates
15. In Attachment 1, respond to paragraphs (d), (e)(3) and (g) of Section 63.18
16. By checking Yes, the undersigned certifies that neither applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for <input checked="" type="radio"/> Yes <input type="radio"/> No

possession or distribution of a controlled substance See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes

17. By checking Yes, the applicant certifies that it has not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into such agreements in the future.

☒ Yes ☐ No

CERTIFICATION

18. Typed Name of Person Signing
Carol L. Tacker

19. Title of Person Signing
V.P. - Asst. Gen. Counsel & Corp. Sec.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT

(U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

20. 1. **TC APPLICATION**

2. **ATTACHMENT 1**

3. **ATTACHMENT 2**

FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

The public reporting for this collection of information is estimated to average 1 - 6,056 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the required data, and completing and reviewing the collection of information. If you have any comments on this burden estimate, or how we can improve the collection and reduce the burden it causes you, please write to the Federal Communications Commission, AMD-PERM, Paperwork Reduction Project (3060-0686), Washington, DC 20554. We will also accept your comments regarding the Paperwork Reduction Act aspects of this collection via the Internet if you send them to jboley@fcc.gov. PLEASE DO NOT SEND YOUR RESPONSE TO THIS ADDRESS.

Remember - You are not required to respond to a collection of information sponsored by the Federal government, and the government may not conduct or sponsor this collection, unless it displays a currently valid OMB control number or if we fail to provide you with this notice. This collection has been assigned an OMB control number of 3060-0686.

THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104-13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

[Menu](#)

Before the
Federal Communications Commission
Washington, DC 20554

In the Matter of)	
)	
AT&T WIRELESS SERVICES, INC ,)	
Transferor)	
)	File No. ITC-T/C _____
and)	
)	
CINGULAR WIRELESS CORPORATION,)	
Transferee)	

Application for Transfer of Control of
Section 214-Authorized International
Carrier

**APPLICATION FOR TRANSFER OF CONTROL
OF SECTION 214-AUTHORIZED INTERNATIONAL CARRIER**

Pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act"), 47 U.S.C. § 214, and Section 63.24(e) of the Commission's Rules, 47 C.F.R. § 63.24(e), Cingular Wireless Corporation ("Cingular" or "Transferee") (FRN 0004979233) and AT&T Wireless Services, Inc. ("AWS" or "Transferor") (FRN 0004122032) hereby seek authority to transfer control of AWS's international Section 214 authorization (subject to certain relinquishments of authority) to Cingular. While AWS holds international Section 214 authority to provide both global facilities-based and resale service,¹ the parties seek Commission consent only as to (1) AWS's global resale service authority and (2) limited global facilities-based authority, excluding the U.S. - Belgium, U.S. - Denmark, and U.S. - South Africa routes. AWS will relinquish the residual authority (*i.e.*, facilities-based authority not transferred to Cingular) as of the

¹ FCC File No. ITC-214-20011031-00547

consummation of the transaction For the reasons described herein, Commission approval of the transaction would serve the public interest

I. DESCRIPTION OF TRANSACTION AND PUBLIC INTEREST STATEMENT

The parties propose to transfer control of AWS's international Section 214 authorization as part of a larger transaction involving Cingular's acquisition of AWS, including its commercial mobile radio service and ancillary radio licenses The parties have therefore included as Attachment 1 to this application a copy of the public interest statement to the lead application filed with the Wireless Telecommunications Bureau. Attachment 1, incorporated herein by reference, provides a full description of the transaction and a discussion as to why this transaction furthers the public interest, convenience, and necessity ² In addition to the reasons discussed therein, grant of the instant application will promote competition in the international telecommunications marketplace Applicants together serve only a miniscule share of the international telecommunications market Grant of the instant application will enable Cingular to offer more innovative and competitive domestic and international service offerings

² See Attachment 1 at 59 As noted in Attachment 1, Cingular's acquisition of AWS will extinguish the interest of the Japanese mobile carrier NTT DoCoMo, Inc , in AWS--foreign ownership that the Commission had previously approved See *Public Notice, International Authorizations Granted; Section 214 Applications* (47 C.F.R. § 63.18), *Cable Landing License Applications* (47 C.F.R. § 1.767), *Requests to Authorize Switched Services over Private Lines* (47 C.F.R. § 63.16), *Section 310(b)(4) Requests*, 17 F.C.C.R. 2211 (2002), FCC File No. ISP-PDR-20011228-00058

II. INFORMATION REQUIRED BY SECTION 63.24

In accordance with Sections 63.24(e) and 63.18 of the Commission's rules, AWS and Cingular submit the following information:

Transferor Information in Response to Section 63.18(a)-(d):

(a) Name, address, and telephone number:

AT&T Wireless Services, Inc
7277 164th Avenue, N E
Redmond, Washington 98052
Telephone Number (202) 223-9222

(b) Citizenship:

AWS is incorporated under the laws of the State of Delaware.

(c) Contact Information:

David C. Jatlow
Vice President, Federal Regulatory Affairs
AT&T Wireless Services, Inc
1150 Connecticut Avenue, N W.
4th Floor
Washington, DC 20036
Telephone Number (202) 223-9222

with a copy of all correspondence to

Kent D Bressie
Harris, Wiltshire & Grannis LLP
1200 18th Street, N.W , Suite 1200
Washington, DC 20036
Telephone Number (202) 730-1337

(d) International Section 214 Authorizations

AWS is presently authorized to provide global facilities-based and global resale services pursuant to Sections 63.18(e)(1) and (e)(2) of the rules. File No. ITC-214-20011031-00547. Except as noted later in this paragraph, neither AWS nor any of its subsidiaries subject to the larger transaction holds additional international Section 214

authorizations While certain subsidiaries of AWS previously held international Section 214 authorizations, they have surrendered those dormant authorizations, as those subsidiaries do not provide telecommunications services to the public³ GSM Corridor, LLC (“GSM Corridor”)—in which AWS and Cingular each indirectly hold 50 percent of the equity and negative control—has acquired and still holds an international Section 214 authorization for global facilities-based and global resale services.⁴

Transferee Information in Response to Section 63.18(a)-(d):

(a) Name, address, and telephone number:

Cingular Wireless Corporation
5565 Glenridge Connector, Suite 1700
Atlanta, GA 30342
Telephone Number (404) 236-5543

³ See Letter from Kent D. Bressie, Harris, Wiltshire & Grannis LLP, to Marlene H. Dortch, FCC Secretary (Mar. 5, 2004) (relinquishing authority granted in FCC File No. File No. ITC-214-19951222-00644), Letter from Kent D. Bressie, Harris, Wiltshire & Grannis LLP, to Marlene H. Dortch, FCC Secretary (Mar. 3, 2004) (relinquishing authority granted in FCC File Nos. ITC-214-19960425-00170, ITC-T/C-20000531-00320, and ITC-214-19971010-00615), Letter from Kent D. Bressie, Harris, Wiltshire & Grannis LLP, to Marlene H. Dortch, FCC Secretary (Feb. 18, 2004) (“February 18th Letter”) (relinquishing authority granted in FCC File Nos. ITC-214-20010306-00119, ITC-T/C-20000802-00454, ITC-214-20000720-00424, ITC-T/C-20000803-00462, ITC-T/C-20000807-00470, ITC-214-19990305-00237, ITC-T/C-20011019-00552, ITC-214-20001019-00629, ITC-214-20001016-00596, ITC-T/C-20011019-00553) See also Public Notice, DA 04-614 (Mar. 4, 2004) (acknowledging relinquishment of international Section 214 authorizations listed in the February 18th Letter)

⁴ See FCC File No. ITC-214-20030417-00194 GSM Corridor has previously agreed to be classified as a dominant international carrier on the U.S.-Belgium, U.S.-Denmark, and U.S.-South Africa routes without prejudice to its rights to petition for reclassification at a later date. Because AWS and Cingular each indirectly hold a 50-percent equity and negative controlling interest in GSM Corridor, the transfer of AWS’s interest in GSM Corridor to Cingular is considered *pro forma* in nature, and the parties to this transaction need not seek prior Commission consent for Cingular’s acquisition of AWS’s interest in GSM Corridor. See 47 C.F.R. § 63.24(d); *In re Applications of Vodafone AirTouch, Plc., & Bell Atl. Corp.*, 15 F.C.C.R. 16507, 16508 n.4 (WTB/IB 2000), Stephen F. Sewell, *Assignments & Transfers of Control of FCC Authorizations Under Section 310(d) of the Communications Act of 1934*, 43 Fed. Comm. L.J. 277, 321 & n.169 (1991). Accordingly, Cingular will notify the Commission of the *pro forma* transfer of control of this entity pursuant to Section 63.24(f) of the Commission’s rules, 47 C.F.R. § 63.24(f), following consummation of the transaction.

(b) Citizenship

Cingular is organized under the laws of the State of Delaware.

(c) Contact Information

Carol L. Tacker
Vice President, General Counsel, Corporate Secretary &
Chief Compliance Officer
Cingular Wireless Corporation
5565 Glenridge Connector, Suite 1700
Atlanta, GA 30342
Telephone Number (404) 236-6030

with a copy of all correspondence to.

David G. Richards
Chief Counsel - Federal Regulatory
Cingular Wireless LLC
5565 Glenridge Connector, Suite 1700
Atlanta, GA 30342
Telephone Number (404) 236-5543

(d) International Section 214 Authorizations

While Cingular has neither previously applied for nor been granted international Section 214 authority, many of Cingular's subsidiaries have obtained such authority from the Commission. A table listing the various international Section 214 authorizations held by Cingular's subsidiaries is included herein as Attachment 2.

Transferee Information in Response to Section 63.18(h)-(p):

(h) Ten-Percent-or-Greater Equity Interest Holders in Cingular:

Cingular is jointly owned and controlled by SBC Communications Inc ("SBC") and BellSouth Corporation ("BellSouth"), which each directly hold a 50-percent equity and negative controlling interest in Cingular. Cingular holds less than 1 percent of the LLC Units of and controls Cingular Wireless LLC, which is the intermediate parent to

Cingular's subsidiaries that are licensed to provide domestic mobile wireless service. SBC, through various wholly-owned subsidiaries, indirectly holds approximately 60 percent of Cingular Wireless LLC's Units. BellSouth, through various wholly-owned subsidiaries, indirectly holds approximately 40 percent of Cingular Wireless LLC's Units. Although the economic interests in Cingular Wireless LLC are divided approximately 60/40 between SBC subsidiaries and BellSouth subsidiaries, both exercise *de facto* control of Cingular Wireless LLC through Cingular. At consummation of the proposed transaction, SBC will fund 60 percent of the acquisition and retain a negative controlling interest in Cingular, and BellSouth will fund 40 percent of the acquisition and retain a negative controlling interest in Cingular. Thus, both SBC and BellSouth will exercise *de facto* control of AWS through Cingular. Cingular will hold indirectly 100 percent of the stock of AWS and will control AWS.

Direct Ownership

Name	BellSouth Corporation
Address	1155 Peachtree Street, N E Atlanta, GA 30309
Citizenship	Georgia
Principal Business	Telecommunications
Percentage Held	50% of and negative control of Cingular Wireless Corporation

Name	SBC Communications Inc
Address	175 East Houston San Antonio, TX 78205
Citizenship	Delaware
Principal Business	Telecommunications
Percentage Held	50% of and negative control of Cingular Wireless Corporation

Indirect Ownership

SBC and BellSouth are both publicly traded companies with no person or entity holding a 10-percent-or-greater ownership interest in either company. Cingular does not have any interlocking directorates with any foreign carriers.

(i) Foreign Carrier Affiliations:

Pursuant to Section 63.18(i) of the Commission's Rules, 47 C.F.R. § 63.18(i), Cingular certifies that it is not a foreign carrier. Cingular does not directly hold an ownership interest in any foreign carrier but will acquire ownership interests in certain foreign carriers from AWS upon consummation of this transaction. Further, SBC and BellSouth, Cingular's parents, hold indirect ownership interests in a number of foreign carriers. Thus, through SBC and BellSouth and the ownership interests to be acquired from AWS, Cingular is or will be affiliated with the following foreign carriers.⁵

Affiliations through SBC:

- 1 Telkom South Africa Ltd ("Telkom S.A.") (South Africa). A consortium formed between Telekom Malaysia –Africa Sdn Bhd. and SBC International South Transatlantic LLC ("SBCIT") owns 30 percent of Telkom S.A., SBCIT owns 60 percent of that consortium. Prior to the acquisition by this consortium, Telkom was completely state-owned. Telkom S.A. is the incumbent telecommunications carrier in South Africa.
- 2 TDC A/S affiliates
 - a TDC A/S (formerly Tele Danmark A/S) (Denmark). Through an indirect subsidiary, Ameritech Corporation ("Ameritech") (and therefore SBC) indirectly holds a 41.6-percent, *de facto* controlling interest in TDC A/S. TDC A/S is a full service telecommunications network operator in Denmark, which provides among other

⁵ Cingular, on behalf of its subsidiaries that hold international Section 214 authorizations, will notify the Commission of the foreign carrier affiliations acquired from AWS pursuant to Section 63.11(c) of the Commission's rules, 47 C.F.R. § 63.11(c), following consummation of the transaction.

services fixed telecommunications services, including international telecommunications services, mobile telecommunications services, broadband, internet services, Cable-TV and directory services to the public

- b Contactel, s.r.o. ("Contactel") (Czech Republic) TDC A/S, through a wholly-owned subsidiary called TDC Solutions, owns 100 percent of Contactel, a provider of competitive data and Internet services in the Czech Republic. It also provides packages of voice, data and Internet products and services
- c Talkline GmbH ("Talkline") (Germany) TDC A/S owns 100 percent of Talkline. Consequently, SBC, through Ameritech, holds an indirect controlling interest in Talkline. Talkline is a reseller, which provides mobile telecommunications services in Germany
- d Hungarian Telephone and Cable Corporation ("HTCC") (Hungary) TDC A/S has a 31.9-percent interest in HTCC. Consequently, through TDC A/S, SBC indirectly owns a 31.9-percent interest in HTCC. HTCC provides fixed-line local service in five non-metropolitan areas of Hungary
- e UAB Mobilios Telekomunikacijos ("Bité") (Lithuania). Bité is a wholly-owned subsidiary of TDC A/S. Consequently, Ameritech (and therefore SBC) holds an indirect, controlling interest in Bité. Bité is authorized to provide wireless services in Lithuania
- f TDC Switzerland (Switzerland) TDC Switzerland is a full service telecommunications network operator in Switzerland, which provides fixed and mobile telecommunications services, broadband and Internet services in Switzerland. SBC has an indirect 41.6-percent interest in TDC Switzerland

3 Belgacom affiliates

- a Belgacom S.A. ("Belgacom" or "Belgacom S.A.") (Belgium) SBC, through Ameritech, holds two separate ownership interests in ADSB Telecommunications ("ADSB"), which in turn owns 48.4-percent (excluding treasury shares) of Belgacom. Belgacom is the incumbent telecommunications operator in Belgium. Through Ameritech, SBC holds: (1) a 34.88-percent (excluding treasury shares) non-controlling interest in ADSB, and (2) a 41.6 percent *de facto* controlling interest in TDC A/S, which in turn holds a 32.89-percent (excluding treasury shares) non-controlling interest in ADSB. The International Bureau previously held that because SBC's minority interest in TDC A/S is a *de facto* controlling interest, the entire 15.92-percent (excluding treasury shares)

interest of TDC A/S in Belgacom should be attributed to SBC.⁶ SBC's resulting 32.8-percent (excluding treasury shares) total interest in Belgacom, using the Commission's multiplier, thus constitutes a foreign affiliation under the Commission's rules

- b Belgacom Austria GmbH ("Belgacom Austria") (Austria).
Belgacom Austria has entered the telecommunications market in Austria as a provider of international wholesale transmission services to other carriers and as a provider of data services. Belgacom Austria, a wholly-owned subsidiary of Belgacom S.A., was created to operate its point of presence ("POP") in Austria. Therefore, through SBC's indirect 32.8-percent interest in Belgacom, SBC also holds an indirect 32.8-percent interest in Belgacom Austria
- c Proximus (Belgium) Belgacom S.A., in which SBC holds a 32.8-percent indirect interest, holds a 75-percent controlling interest in Proximus, a GSM wireless carrier in Belgium. As of December 31, 2003, Proximus had less than 4.3 million active customers. For this purpose, Proximus defines active customers as customers who have made or received at least one call or sent or received at least one short message service message in the preceding three months. Proximus has less than a 50-percent market share in the local access and international transport markets in Belgium.
- d Belgacom Présence S.A.S. ("Belgacom Présence") (France).
Belgacom Présence is a provider of domestic long distance services and through reselling arrangements, provides international wholesale transmission services to other carriers and data services in France. Belgacom Présence is a wholly-owned subsidiary of Belgacom. Belgacom Présence has less than a 50-percent market share in the Belgian international transport and local access markets
- e Belgacom (France) Belgacom provides international wholesale transmission services and data services in France. Belgacom has less than a 50-percent market share in the international transport and local access markets in France. Through SBC's indirect 32.8-percent interest in Belgacom, SBC also holds an indirect 32.8-percent interest in Belgacom's operations in France.

⁶ *Southwestern Bell Comms. Serv., Inc., Application for Authority Pursuant to Section 214 of the Communications Act of 1934, as Amended for Authority to Operate as an International Facilities-Based and Resale Carrier, Order, Authorization, and Certificate*, 15 F.C.C.R. 11718, 11728 (TD/IB 2000) ("SBCS Texas Int'l 214 Order")

- f Belgacom Deutschland GmbH (Germany). Belgacom provides international wholesale transmission services to other carriers and provides data services in Germany. Belgacom has created a wholly-owned subsidiary, Belgacom Deutschland GmbH, to operate its point of presence in Germany. Through SBC's indirect 32.8-percent interest in Belgacom, SBC also holds an indirect 32.8-percent interest in Belgacom's operations in Germany.
- g Belgacom (Greece). Belgacom S.A. provides wholesale routing of international voice traffic from other licensed operators in Greece, and provides international wholesale bandwidth, IP transit, international leased lines, and data transmission services such as ATM, Frame Relay, and IP VPN, to certain select business customers. Through SBC's indirect 32.8-percent interest in Belgacom, SBC also holds an indirect 32.8-percent interest in Belgacom's Greek operations.
- h Belgacom China Ltd. ("Belgacom China") (Hong Kong, China). Belgacom China is a provider of international wholesale transmission services to other carriers and a provider of data services in China. Belgacom China is a wholly-owned subsidiary of Belgacom. Therefore, through SBC's indirect 32.8-percent interest in Belgacom, SBC also holds an indirect 32.8-percent interest in Belgacom China.
- i Belgacom Italia S.r.l. ("Belgacom Italia") (Italy). Belgacom Italia is a provider of international wholesale transmission services to other carriers and a provider of data services in Italy. Belgacom Italia is a wholly-owned subsidiary of Belgacom S.A. Therefore, through SBC's indirect 32.8-percent interest in Belgacom, SBC also holds an indirect 32.8-percent interest in Belgacom Italia.
- j Belgacom Japan, KK ("Belgacom Japan") (Japan). Belgacom Japan is a provider of data services and international wholesale transmission services to other carriers in Japan. Belgacom Japan is a wholly-owned subsidiary of Belgacom. Therefore, through SBC's indirect 32.8-percent interest in Belgacom, SBC also holds an indirect 32.8-percent interest in Belgacom Japan.
- k Belgacom Nederland B.V. ("Belgacom Nederland") (Netherlands). Belgacom Nederland, a competitive carrier in the Netherlands, is a wholly-owned subsidiary of Belgacom. Therefore, through SBC's indirect 32.8-percent interest in Belgacom, SBC also holds an indirect 32.8-percent interest in Belgacom Nederland.
- l Belgacom Portugal S.A. ("Belgacom Portugal") (Portugal). Belgacom Portugal, a competitive carrier in Portugal, is a wholly-

owned subsidiary of Belgacom. Therefore, through SBC's indirect 32.8-percent interest in Belgacom, SBC also holds an indirect 32.8-percent interest in Belgacom Portugal.

- m. Belgacom Asia Pte Ltd. ("Belgacom Asia") (Singapore). Belgacom Asia, a competitive carrier in Singapore, is a wholly-owned subsidiary of Belgacom. Therefore, through SBC's indirect 32.8-percent interest in Belgacom, SBC also holds an indirect 32.8-percent interest in Belgacom Asia.
- n. Belgacom Spain SL (Spain). Belgacom has entered the telecommunications market in Spain as a provider of international wholesale transmission services to other carriers and a provider of data services. Belgacom has created a wholly-owned subsidiary, Belgacom Spain SL, to operate its point of presence in Spain. Through SBC's indirect 32.8-percent interest in Belgacom, SBC also holds an indirect 32.8-percent interest in Belgacom's operations in Spain.
- o. Belgacom Sweden A.B. (Sweden). Belgacom provides international wholesale transmission services to other carriers and provides data services in Sweden. Belgacom has created a wholly-owned subsidiary, Belgacom Sweden A.B., to operate its point of presence in Sweden. Through SBC's indirect 32.8-percent interest in Belgacom, SBC also holds an indirect 32.8-percent interest in Belgacom's operations in Sweden.
- p. Belgacom Schweiz A G (Switzerland). Belgacom provides international wholesale transmission services to other carriers and provides data services in Switzerland. Belgacom has created a wholly-owned subsidiary, Belgacom Schweiz A G., to operate its point of presence in Sweden. Through SBC's indirect 32.8-percent interest in Belgacom, SBC also holds an indirect 32.8-percent interest in Belgacom's operations in Switzerland.
- q. Belgacom U K Limited ("Belgacom U K.") (United Kingdom) Belgacom U K, a competitive carrier in the United Kingdom, is a wholly-owned subsidiary of Belgacom. Therefore, through SBC's indirect 32.8-percent interest in Belgacom, SBC also holds an indirect 32.8-percent interest in Belgacom U K.
- r. Belgacom S A (Canada) Belgacom S A is authorized to provide resold telecommunications services in Canada. Through SBC's indirect 32.8-percent interest in Belgacom, SBC also holds an indirect 32.8-percent interest in Belgacom's operations in Canada.

- s Belgacom S.A. (Luxembourg) The Commission has previously been notified pursuant to Section 63.11 of the rules of an affiliation with Tritone in Luxembourg through SBC's ownership interest in Belgacom. Belgacom S.A. is no longer affiliated with Tritone in Luxembourg. Belgacom S.A. remains authorized to provide service in Luxembourg, however, as a provider of international leased lines and data services. Through SBC's indirect 32.8-percent interest in Belgacom, SBC also holds an indirect 32.8-percent interest in Belgacom's operations in Luxembourg.
- 4 Southwestern Bell Communications Services, Inc. ("SBSCS") (Canada). SBSCS is an indirect wholly-owned subsidiary of SBC. As a consequence, SBC holds a controlling interest in SBSCS. SBSCS is authorized to provide international telecommunications services in Canada but does not provide any such services as of the filing of this application.

Affiliations through BellSouth⁷

- 1 Compañía de Radiocomunicaciones Móviles S.A. ("Movicom BellSouth") (Argentina) BellSouth indirectly holds a 100 percent ownership interest in Movicom BellSouth, which provides primarily mobile wireless services in Argentina, but in 1999 received authority to provide local and long distance services through its controlled company, Cía. De Teléfonos del Plata S.A. Movicom BellSouth, nevertheless, has far less than a 50 percent market share in the international transport and local access markets.
2. BellSouth Chile S.A. ("BellSouth Chile") and BellSouth Comunicaciones S.A. ("BellSouth Comunicaciones") (Chile). BellSouth indirectly holds a 100 percent interest in each of these entities, which provide long distance and mobile wireless services, respectively. Each has less than a 50 percent market share in the international transport and local access markets.
- 3 BellSouth Colombia, S.A. ("BellSouth Colombia") (Colombia) BellSouth indirectly holds a 77.547 percent interest in BellSouth Colombia, which provides mobile wireless services. BellSouth Colombia is currently not authorized to provide international facilities-based communications services. BellSouth Colombia has less than a 50 percent market share in the local access market.

⁷ On March 5, 2004, BellSouth signed a definitive agreement with Telefonica Móviles ("TM"), the wireless affiliate of Telefonica, S.A. to sell its interests in its ten Latin American operations to TM. The transaction is subject to due diligence, governmental approvals and other closing conditions. It is expected to close in stages as closing conditions are satisfied, with the final closing expected to occur in the second half of 2004. See BellSouth Corporation, SEC Form 8-K, Mar. 10, 2004, Item 5.

- 4 Otecel S.A. ("Otecel") (Ecuador). BellSouth holds an 89.4 percent indirect ownership interest in Otecel, which provides primarily mobile wireless services. Under the terms of its license, Otecel is allowed to provide national and international long distance voice services only to its cellular customer base. Otecel has less than a 50 percent market share in the international transport and local access markets.
- 5 BellSouth Guatemala y CIA S C.A. ("BellSouth Guatemala") (Guatemala). BellSouth holds a 60 percent indirect interest in BellSouth Guatemala, which provides primarily mobile wireless services. BellSouth Guatemala provides outbound international long distance services to its cellular subscribers via the resale of other international carriers' services. BellSouth Guatemala has less than 50 percent market share in the international transport and local access markets.
- 6 CellCom Israel Ltd. ("CellCom") (Israel). BellSouth indirectly holds a 34.7 percent interest in CellCom, which provides mobile wireless services. CellCom has less than a 50 percent market share in the international transport and local access markets.
- 7 Telefonia Celular de Nicaragua, S.A. ("TCN") (Nicaragua). BellSouth holds an 89.0 percent indirect ownership interest in TCN, which provides mobile wireless services. TCN is currently not authorized to provide international facilities-based communications services. TCN has less than a 50 percent market share in the local access market.
- 8 BellSouth Panama, S.A. ("BSC de Panama") (Panama). BellSouth indirectly holds a 43.685 percent interest in BSC de Panama, which provides primarily mobile wireless services. BSC de Panama has less than a 50 percent market share in the international transport and local access markets.
- 9 BellSouth Peru, S.A. ("BellSouth Peru") (Peru). BellSouth holds a 97.4 percent indirect ownership interest in BellSouth Peru, which provides primarily mobile wireless services and also domestic and international long distance voice and data services. BellSouth Peru has less than a 50 percent market share in the international transport and local access markets.
- 10 BSI ACCESS U.K. Limited ("BellSouth UK") (United Kingdom). BellSouth UK, a wholly-owned subsidiary of BellSouth, is licensed to provide international long-distance services in the United Kingdom. BellSouth UK is not currently providing any services.
- 11 Abiatar, S.A. ("Abiatar") (Uruguay). BellSouth indirectly holds a 46 percent interest in Abiatar, which provides mobile wireless services in the capital of Montevideo and the coastal region. Abiatar has less than a 50 percent market share in the international transport and local access markets.

- 12 Telcel C A ("Telcel") (Venezuela). BellSouth holds a 78.2 percent indirect ownership interest in Telcel, which provides fixed and mobile wireless services. The Venezuelan market opened up to competition in November 2000, allowing Telcel to provide local and long distance voice and data services, including international long distance services. Telcel has less than a 50 percent market share in the international transport and local access markets.

Affiliations to be Acquired from AWS.

- 1 Antigua Wireless Ventures Limited ("AWVL") (Antigua and Barbuda) AWS indirectly owns 94.9 percent of the equity of AWVL, an authorized provider of mobile services in Antigua and Barbuda. As a mobile carrier, AWVL holds less than a 50-percent share of either the Antiguan international transport or the Antiguan local access market.
- 2 Cellular Communications (Barbados) SRL ("CCB") (Barbados). AWS indirectly owns 100 percent of the equity of CCB, an authorized operator of a mobile telecommunications network in Barbados. As a mobile carrier, CCB holds less than a 50-percent share of either the Barbadian international transport market or the Barbadian local access market.
- 3 Telecommunications (Bermuda & West Indies) Limited ("Telecom Bermuda") (Bermuda) AWS indirectly owns 60 percent of the equity of Telecom Bermuda, an authorized provider of mobile services in Bermuda. As a mobile carrier, Telecom Bermuda holds less than a 50-percent share of either the Bermudan international transport market or the Bermudan local access market.
4. Rogers Wireless Communications, Inc. ("Rogers Wireless") (Canada). AWS indirectly owns 34.36 percent of the equity of Rogers Wireless, an authorized provider of mobile services in Canada. As a mobile carrier, Rogers Wireless holds less than a 50-percent share of either the Canadian international transport market or the Canadian local access market.
- 5 Wireless Ventures (Cayman Islands) Ltd. ("WVCIL") (Cayman Islands) AWS indirectly owns 100 percent of the equity of WVCIL, an authorized provider of mobile telephony in the Cayman Islands. As a mobile carrier, WVCIL holds less than a 50-percent market share of either the Caymanian international transport market or the Caymanian local access market.
- 6 Communications Systems Curaçao N V ("CSC") (Curaçao, Netherlands Antilles) AWS indirectly owns 100 percent of the equity of CSC, an authorized operator of a mobile telecommunications network in Curaçao, Netherlands Antilles. As a mobile carrier, CSC holds less than a 50-percent share of either the Curaçao international transport market or the Curaçao local access market.

7. Wireless Ventures (Dominica) Ltd. (“WVDL”) (Dominica). AWS indirectly owns 100 percent of the equity of WVDL, an authorized operator of a public cellular mobile telecommunications network and a provider of public cellular mobile telecommunications services in the Commonwealth of Dominica. As a mobile carrier, WVDL holds less than a 50-percent share of either the Dominican international transport market or the Dominican local access market.
8. Oceanic Digital FWI S.A.S. (“ODFWI”) (French West Indies islands of Guadeloupe, Martinique, Saint-Barthélemy, and Saint-Martin). AWS indirectly owns 100 percent of the equity of ODFWI, an authorized operator of a public cellular mobile telecommunications network and a provider of public cellular mobile telecommunications services in the French West Indies islands of Guadeloupe, Martinique, Saint-Barthélemy, and Saint-Martin. As a mobile carrier, ODFWI holds less than a 50-percent share in either the international transport market or the local access market of Guadeloupe, Martinique, Saint-Barthélemy, and Saint-Martin.
9. Grenada Wireless Holdings Ltd. (“GWHL”) (Grenada). AWS indirectly owns 100 percent of the equity of GWHL, an authorized operator of a public cellular mobile telecommunications network and provider of public cellular mobile telecommunications services in Grenada. As a mobile carrier, GWHL holds less than a 50-percent share of the Grenadan international transport market or the Grenadan local access market.
10. BPL Cellular Communications Limited (“BPL Cellular”) (India). AWS indirectly owns 49 percent of the equity of BPL Cellular, an authorized provider of mobile services in certain geographic regions of India.⁸ As a mobile carrier, BPL Cellular holds less than a 50-percent share of the Indian international transport market or the Indian local access market.
11. IDEA Cellular Limited (“IDEA”) (India). AWS indirectly owns 33.91 percent of the equity of IDEA, an authorized provider of mobile services in certain geographic regions of India. As a mobile carrier, IDEA holds less than a 50-percent share of the Indian international transport market or the Indian local access market.
12. Wireless Ventures (Jamaica) Limited (“WVJL”) (Jamaica). AWS indirectly owns 100 percent of the equity of WVJL, an authorized provider of limited mobile services in Jamaica. As a mobile carrier, WVJL holds

⁸ BPL Communications Ltd. (“BPL”) has entered into an agreement with AWS to acquire AWS’s interest in BPL Cellular. As of the date of this application, however, BPL and AWS had not yet consummated that transaction.

less than a 50-percent share of the Jamaican international transport market or the Jamaican local access market

13. Wireless Ventures (St. Lucia) Limited ("WVSTL") (Saint Lucia) AWS indirectly owns 69 percent of the equity in WVSTL, an authorized provider of mobile services in Saint Lucia. As a mobile carrier, WVSTL holds less than a 50-percent share of the St. Lucian international transport market or the St. Lucian local access market.
14. Wireless Ventures (St. Vincent) Ltd. ("WVSVG") (Saint Vincent and the Grenadines) AWS indirectly owns 70 percent of the equity of WVSVG, an authorized provider of mobile services in Saint Vincent and the Grenadines. As a mobile carrier, WVSVG holds less than a 50-percent share of the Vincentian international transport market or the Vincentian local access market.

(j) Destination Countries.

Pursuant to Section 63.18(j) of the Commission's Rules, 47 C.F.R. § 63.18(j), Cingular certifies that it does not seek to provide international telecommunications services to any destination country in which it presently is a foreign carrier or controls a foreign carrier. Upon consummation of the proposed transaction, however, Cingular will acquire from AWS controlling interests in certain foreign carriers in destination countries where Cingular's subsidiaries currently provide international service. Moreover, upon consummation AWS will provide international service to destination countries where SBC and BellSouth control foreign carriers. The following is a list of the destination countries where SBC or BSC controls a foreign carrier or where Cingular will control a foreign carrier upon consummation of the transaction:

Countries with SBC-controlled affiliates Canada (SBCS), Czech Republic (Contactel), Denmark (TDC A/S), Germany (Talkline), Lithuania (Bité), and Switzerland (TDC Switzerland)

Countries with BellSouth-controlled affiliates Argentina (Movicom BellSouth), Chile (BellSouth Chile and BellSouth Comunicaciones), Colombia (BellSouth Colombia), Ecuador (Otecel), Guatemala (BellSouth Guatemala), Nicaragua